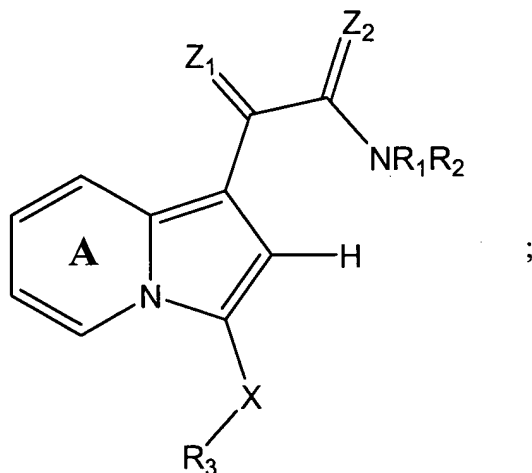


Amendments to the Claims

Please amend Claims 1, 3, 4, 9, 14, 15, 16, 17 and 22. The Claim Listing below will replace all prior versions of the claims in the application:

Claim Listing

1. (Currently Amended) A compound represented by the following structural formula:



or a pharmaceutically acceptable salt thereof, wherein:

Ring A is substituted or unsubstituted and is optionally fused to an aryl group;

Z_1 and Z_2 are independently =O, =S, =N-OR₁₂ or =NR₁₂;

R_1 and R_2 are independently -H, an aliphatic group, a substituted aliphatic group, an unsubstituted non-aromatic ~~heterocyclic~~ heterocyclic group, a substituted non-aromatic ~~heterocyclic~~ heterocyclic group, an unsubstituted aryl group or a substituted aryl group, provided that R_1 and R_2 are not both -H; or -NR₁R₂, taken together, is a substituted or unsubstituted non-aromatic nitrogen-containing heterocyclic group or a substituted or unsubstituted nitrogen-containing heteroaryl group;

R_3 is a substituted or unsubstituted aryl group or a substituted or unsubstituted aliphatic group;

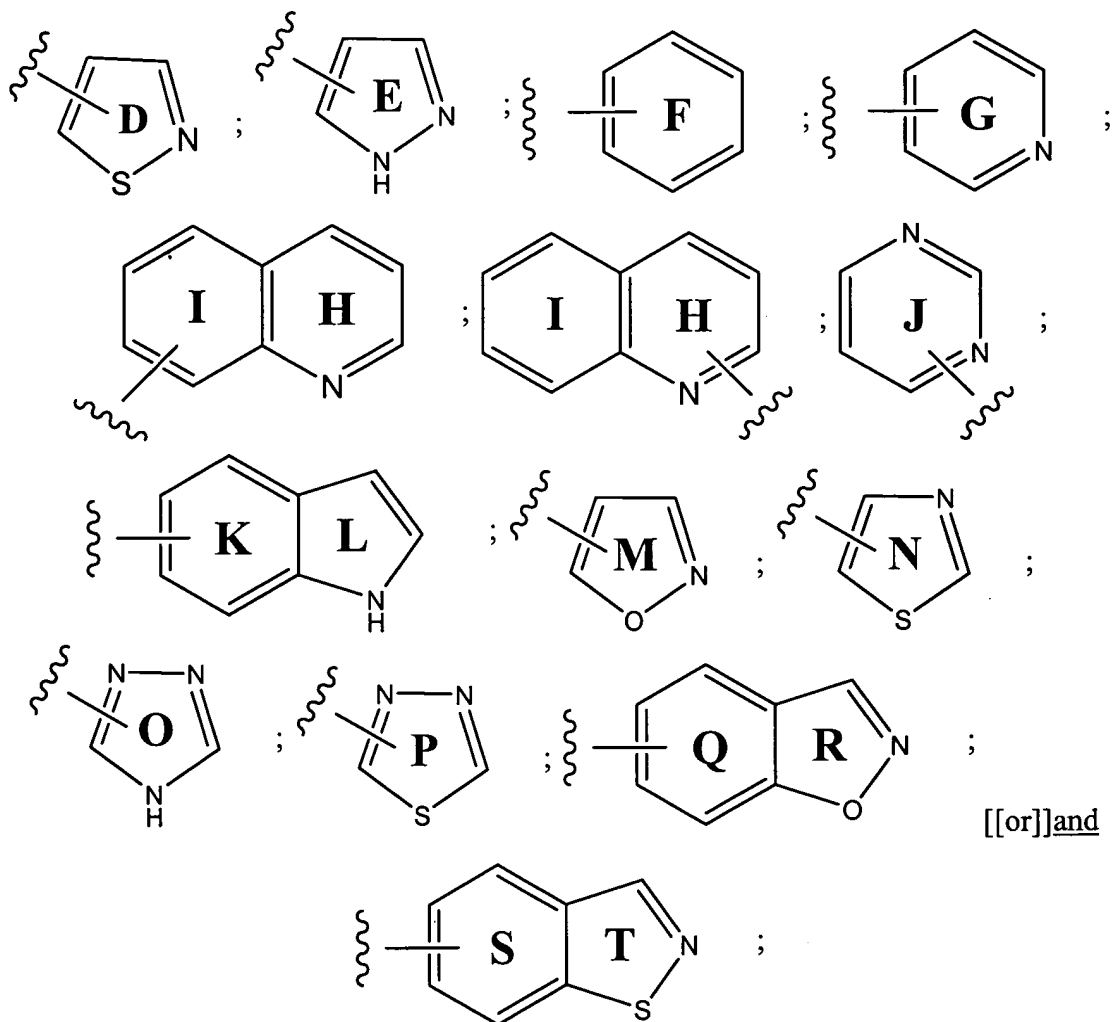
X is a covalent bond, -C(R₄R₅)-, -N(R₄)-, -O-, -S-, -S(O)-, -S(O)₂-, -C(=O)-, -C(=O)-N(R₄)-, or -N(R₄)-C(=O)-;

R_4 and R_5 are independently -H or a substituted or unsubstituted aliphatic group;

and

R_{12} is -H or a substituted or unsubstituted alkyl group.

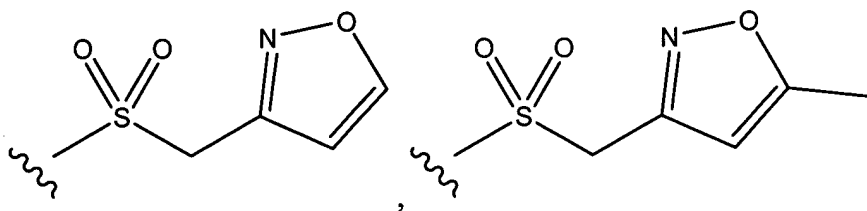
2. (Original) The compound of Claim 1 wherein: Ring A is substituted or unsubstituted; Z_1 and Z_2 are both =O; R_1 is -H; R_2 is a substituted or unsubstituted alkyl or aryl group; R_3 is a substituted or unsubstituted aryl group; and X is -C(R_4R_5)-, -N(R_4)- or -O-.
3. (Currently Amended) The compound of Claim 2 wherein R_2 is represented by a structural formula selected from:



wherein Rings **D-T** are substituted or unsubstituted.

4. (Currently Amended) The compound of Claim 3 wherein zero, one or more ring carbons atoms of Rings **D-T** are substituted a group independently selected from -OH, -Br, -Cl, -I, -F, -OR^a, -O-COR^a, -COR^a, -CN, -NO₂, -COOH, -SO₃H, -NH₂, -NHR^a, -N(R^aR^b), -COOR^a, -CHO, -CONH₂, -CONHR^a, -CON(R^aR^b), -NHCOR^a, -NRCOR^a, -NHCONH₂, -NHCONR^aH, -NHCON(R^aR^b), -NR^cCONH₂, -NR^cCONR^aH, -NR^cCON(R^aR^b), -C(=NH)-NH₂, -C(=NH)-NHR^a, -C(=NH)-N(R^aR^b), -C(=NR^c)-NH₂, -C(=NR^c)-NHR^a, -C(=NR^c)-N(R^aR^b), -NH-C(=NH)-NH₂, -NH-C(=NH)-NHR^a, -NH-C(=NH)-N(R^aR^b), -NH-C(=NR^c)-NH₂, -NH-C(=NR^c)-NHR^a, -NH-C(=NR^c)-N(R^aR^b), -NR^dH-C(=NH)-NH₂, -NR^d-C(=NH)-NHR^a, -NR^d-C(=NH)-N(R^aR^b), -NR^d-C(=NR^c)-NH₂, -NR^d-C(=NR^c)-NHR^a, -NR^d-C(=NR^c)-N(R^aR^b), -NHNH₂, -NHNHR^a, ~~-NHR^aR^b~~ -N(R^aR^b), -SO₂NH₂, -SO₂NHR^a, ~~-SO₂NR^aR^b~~ -SO₂N(R^aR^b), -CH=CHR^a, -CH=CR^aR^b, -CR^c=CR^aR^b, -CR^c=CHR^a, -CR^c=CR^aR^b, -CCR^a, -SH, -SR^a, -S(O)R^a, -S(O)₂R^a, alkyl groups, substituted alkyl group, non-aromatic heterocyclic group, substituted non-aromatic heterocyclic group, benzyl group, substituted benzyl group, aryl group or substituted aryl group wherein R^a-R^d are each independently an alkyl group, substituted alkyl group, benzyl, substituted benzyl, aryl or substituted aryl group, or, ~~-NR^aR^b~~ -N(R^aR^b), taken together, can also form a substituted or unsubstituted non-aromatic heterocyclic group.

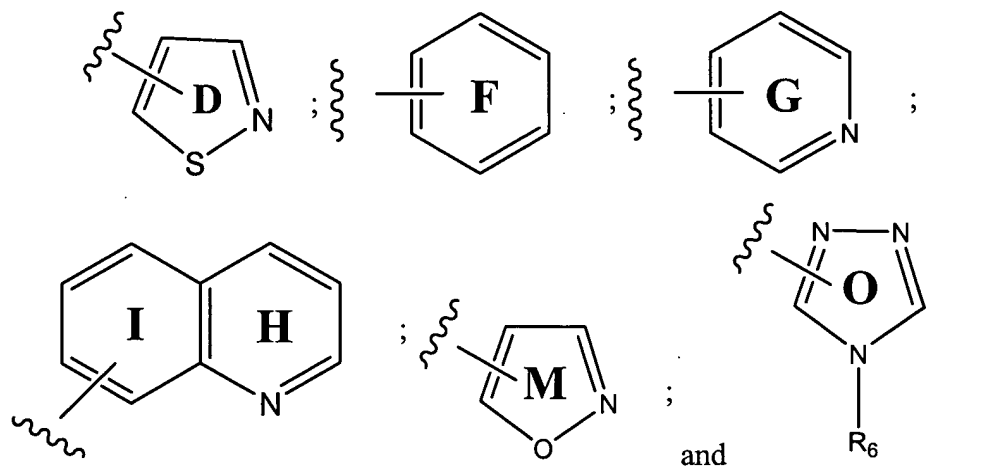
5. (Original) The compound of Claim 3 wherein zero one or more ring carbon atoms of Rings **D-T** are independently substituted with a group selected from C1-C4 alkyl, C1-C4 hydroxyalkyl, *N*-morpholino, pyrimidyl, C1-C4 alkyl substituted pyrimidyl, -N(C1-C4 alkyl)₂, -C(O)NH₂, -C(O)NH(C1-C4 alkyl), C(O)N(C1-C4 alkyl)₂, -NHC(O)(C1-C4 alkyl), -NO₂, C1-C4 alkoxy, -C(O)O-CH₂CH₂-N(C1-C4 alkyl)₂,



-NH₂, -CH₂NH-C(O)-O-(C1-C4 alkyl), -CH₂NH₂, -Cl, -F, -C(O)-O-(C1-C4 alkyl), -C(O)-N-(C1-C4 alkyl), C3-C7 cycloalkyl, phenyl, -C(O)-*N*-morpholino, -S-(C1-C4

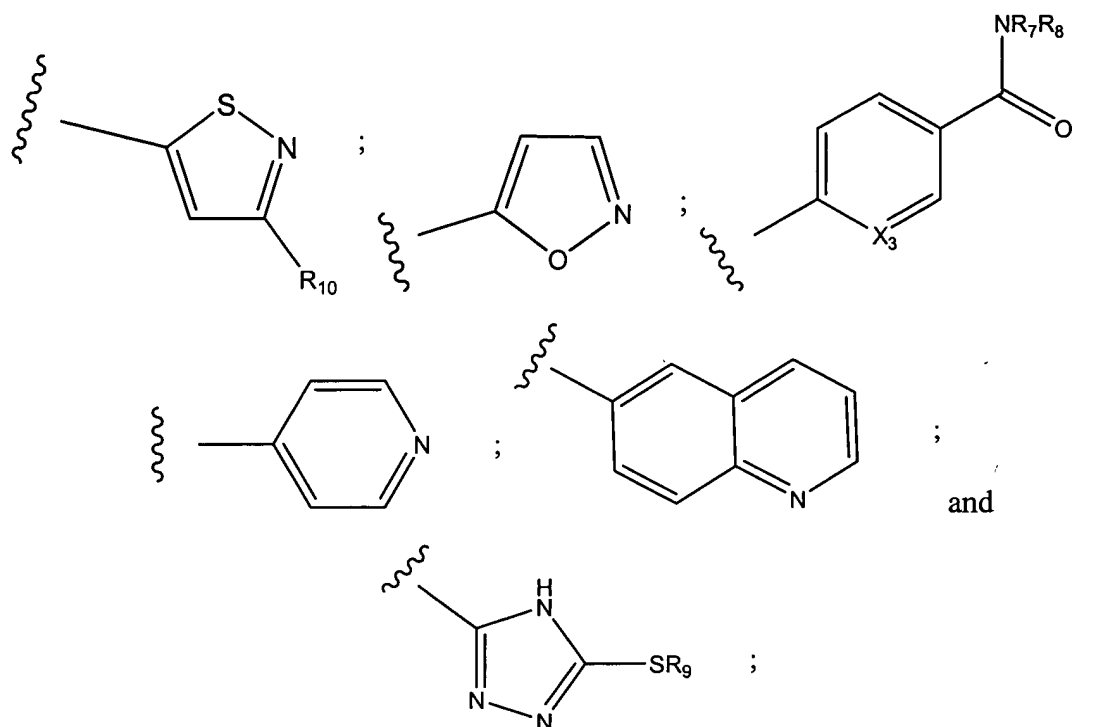
alkyl), -CN, furyl, -S(O)₂-(C1-C4 alkyl), -S(O)₂-NH₂, -S(O)₂-NH(C1-C4 alkyl) and -S(O)₂-N(C1-C4 alkyl)₂.

6. (Original) The compound of Claim 5 wherein R₂ is represented by a structural formula selected from:



and R₆ is -H or a substituted or unsubstituted alkyl group.

7. (Original) The compound of Claim 5 wherein R₂ is represented by a structural formula selected from:



wherein:

X_3 is -CH- or -N-;

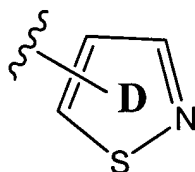
R_7 and R_8 are independently -H or an alkyl group or $-NR_7R_8$, taken together, is a nitrogen-containing non-aromatic heterocyclic group;

R_9 is an alkyl group; and

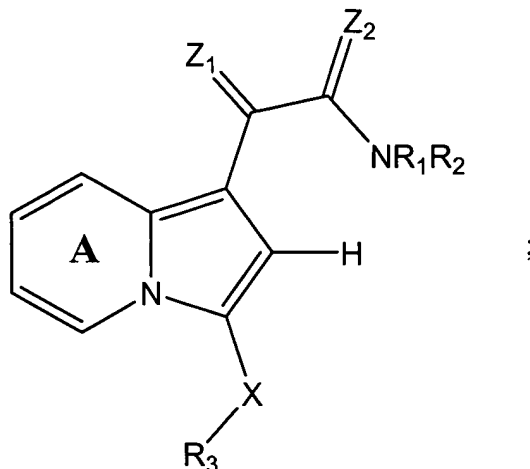
R_{10} is -H or an alkyl group.

8. (Original) The compound of Claim 7 wherein Ring A is optionally substituted with one or more groups selected from -F, -Cl, -Br, -C1-C4 alkyl, C1-C4 alkoxy, -C1-C4 haloalkyl, C1-C4 haloalkoxy, -NH₂ and -CN.
9. (Currently Amended) The compound of Claim 8 wherein Ring A is unsubstituted; R_3 is a phenyl group or pyridyl group substituted with zero, one or more substituents selected from -Br, -Cl, -F, -R^e, -OR^e, -CN, -COOR^e, -N(R^e)₂, -CON(R^e)₂, -NR^eCOR^f, -NHCONH₂ and -SO₂ N(R^e)₂; R_7 and R_8 are both -H and R_9 is methyl; and each R^e and R^f is independently -H, an alkyl group or a substituted alkyl group.

10. (Original) The compound of Claim 9 wherein R_3 is a phenyl ring substituted with zero one or more substituents selected from $-Cl$, $-F$, $-R^e$, $-OR^e$, $-CN$, $-NH_2$, $-CONH_2$ and $-NHCOR^f$.
11. (Original) The compound of Claim 10 wherein R_3 is a phenyl ring substituted with zero one or more substituents selected from $-CH_3$, $-CH_2CH_3$, $-OCH_3$, $-CN$, $-F$ and $-Cl$.
12. (Original) The compound of Claim 11 wherein R_3 is a phenyl ring that is unsubstituted or monosubstituted with $-CH_2CH_3$, $-OCH_3$, $-CN$, $-F$ or $-Cl$ and wherein the phenyl ring substituent is at the *para* position.
13. (Original) The compound of Claim 4 wherein R_2 is represented by the following structural formula:



14. (Currently Amended) A method of treating a subject with cancer comprising administering to the subject an effective amount of a compound represented by the following structural formula:



or a pharmaceutically acceptable salts thereof, wherein:

Ring A is substituted or unsubstituted and is optionally fused to an aryl group;

Z₁ and Z₂ are independently =O, =S, =N-OR₁₂ or =NR₁₂.

R₁ and R₂ are independently -H, an aliphatic group, a substituted aliphatic group, an unsubstituted non-aromatic ~~heterocyclic~~ heterocyclic group, a substituted non-aromatic ~~heterocyclic~~ heterocyclic group, an unsubstituted aryl group or a substituted aryl group, provided that R₁ and R₂ are not both -H; or -NR₁R₂, taken together, is a substituted or unsubstituted non-aromatic nitrogen-containing heterocyclic group or a substituted or unsubstituted nitrogen-containing heteroaryl group;

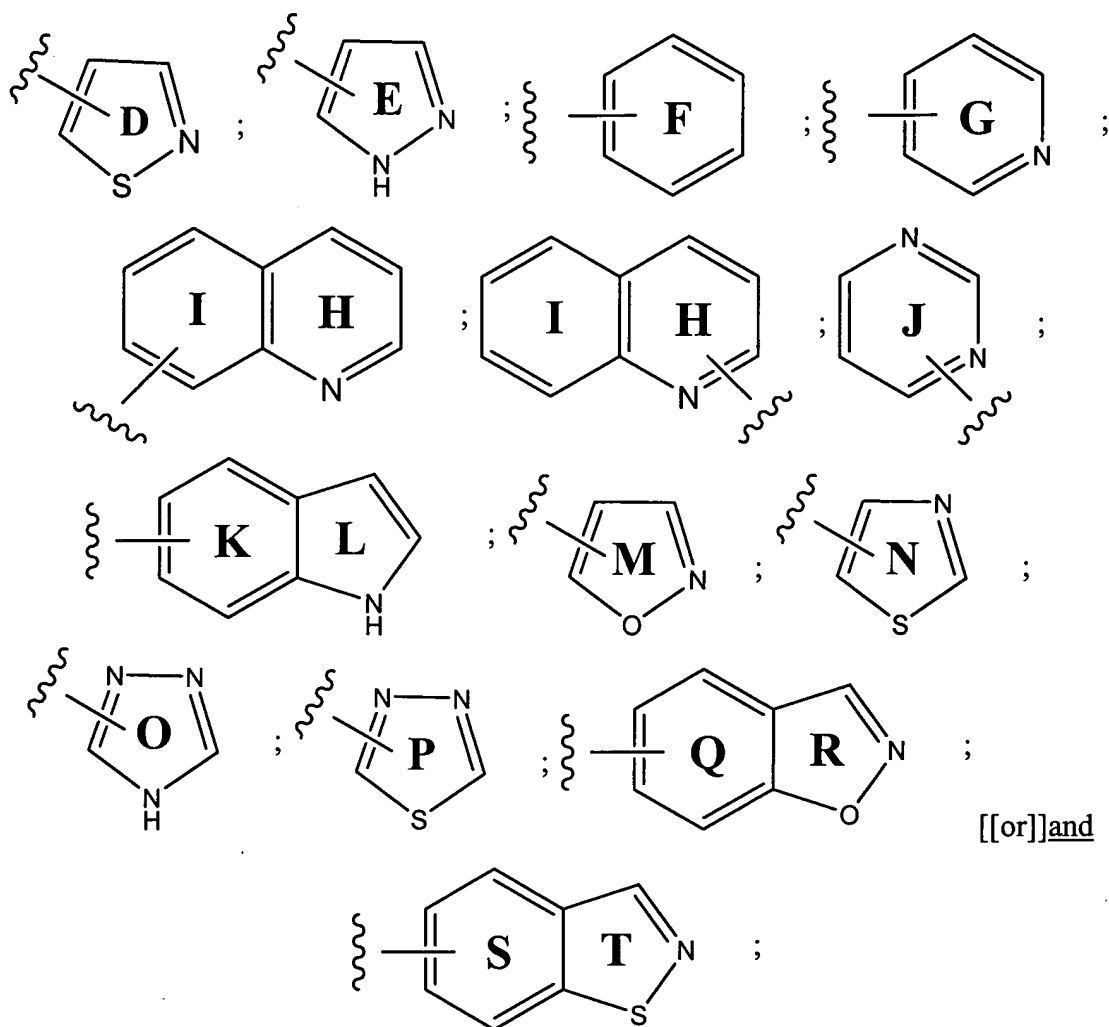
R₃ is a substituted or unsubstituted aryl group or a substituted or unsubstituted aliphatic group;

X is a covalent bond, -C(R₄R₅)-, -N(R₄)-, -O-, -S-, -S(O)-, -S(O)₂-, -C(=O)-, -C(=O)-N(R₄)-, or -N(R₄)-C(=O)-;

R₄ and R₅ are independently -H or a substituted or unsubstituted aliphatic group; and

R₁₂ is -H or a substituted or unsubstituted alkyl group.

15. (Currently Amended) The method of Claim 14 wherein: Ring A substituted or unsubstituted, Z₁ and Z₂ are both =O; R₁ is -H; R₂ is a substituted or unsubstituted alkyl or aryl group; R₃ is a substituted or unsubstituted aryl group; and X is -C(R₄R₅)-, -N(R₄)- or -O-[[;]].
16. (Currently Amended) The method of Claim 15 wherein R₂ is represented by a structural formula selected from:

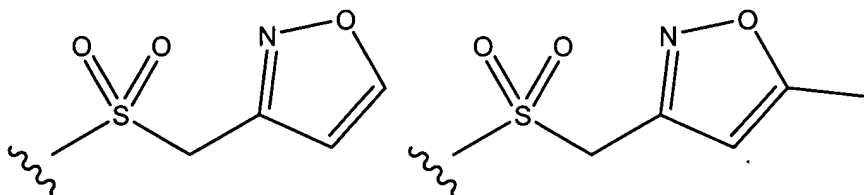


wherein Rings **D-T** are substituted or unsubstituted.

17. (Currently Amended) The method of Claim 16 wherein zero, one or more ring carbons atoms of Rings **D-T** are substituted with a group independently selected from -OH, -Br, -Cl, -I, -F, -OR^a, -O-COR^a, -COR^a, -CN, -NO₂, -COOH, -SO₃H, -NH₂, -NHR^a, -N(R^aR^b), -COOR^a, -CHO, -CONH₂, -CONHR^a, -CON(R^aR^b), -NHCOR^a, -NRCOR^a, -NHCONH₂, -NHCONR^aH, -NHCON(R^aR^b), -NR^cCONH₂, -NR^cCONR^aH, -NR^cCON(R^aR^b), -C(=NH)-NH₂, -C(=NH)-NHR^a, -C(=NH)-N(R^aR^b), -C(=NR^c)-NH₂, -C(=NR^c)-NHR^a, -C(=NR^c)-N(R^aR^b), -NH-C(=NH)-NH₂, -NH-C(=NH)-NHR^a, -NH-C(=NH)-N(R^aR^b), -NH-C(=NR^c)-NH₂, -NH-C(=NR^c)-NHR^a, -NH-C(=NR^c)-N(R^aR^b), -NR^dH-C(=NH)-NH₂, -NR^d-C(=NH)-NHR^a, -NR^d-C(=NH)-N(R^aR^b), -NR^d-C(=NR^c)-NH₂,

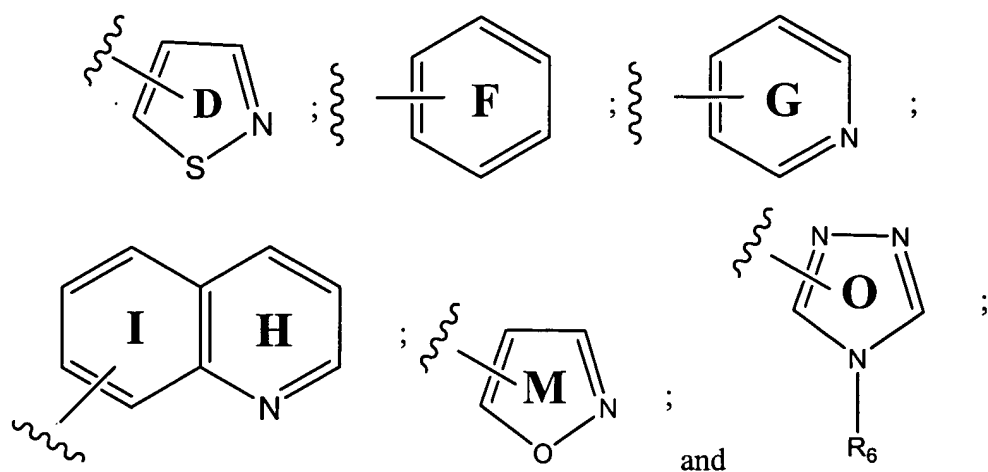
-NR^d-C(=NR^c)-NHR^a, -NR^d-C(=NR^c)-N(R^aR^b), -NHNH₂, -NHNHR^a, ~~NHR^aR^b~~
~~N(R^aR^b)~~, -SO₂NH₂, -SO₂NHR^a, ~~SO₂NR^aR^b~~ ~~SO₂N(R^aR^b)~~, -CH=CHR^a, -CH=CR^aR^b,
 -CR^c=CR^aR^b, -CR^c=CHR^a, -CR^c=CR^aR^b, -CCR^a, -SH, -SR^a, -S(O)R^a, -S(O)₂R^a, alkyl
 groups, substituted alkyl group, non-aromatic heterocyclic group, substituted
 non-aromatic heterocyclic group, benzyl group, substituted benzyl group, aryl group or
 substituted aryl group wherein R^a-R^d are each independently an alkyl group, substituted
 alkyl group, benzyl, substituted benzyl, aryl or substituted aryl group, or, ~~NR^aR^b~~
~~N(R^aR^b)~~, taken together, can also form a substituted or unsubstituted non-aromatic
 heterocyclic group.

18. (Original) The method of Claim 16 wherein zero one or more ring carbon atoms of Rings D-T are independently substituted with a group selected from C1-C4 alkyl, C1-C4 hydroxyalkyl, *N*-morpholino, pyrimidyl, C1-C4 alkyl substituted pyrimidyl, -NH(C1-C4 alkyl), -N(C1-C4 alkyl)₂, -C(O)NH₂, -C(O)NH(C1-C4 alkyl), C(O)N(C1-C4 alkyl)₂, -NHC(O)(C1-C4 alkyl), -NO₂, C1-C4 alkoxy, -C(O)O-CH₂CH₂-NH(C1-C4 alkyl), -C(O)O-CH₂CH₂-N(C1-C4 alkyl)₂,



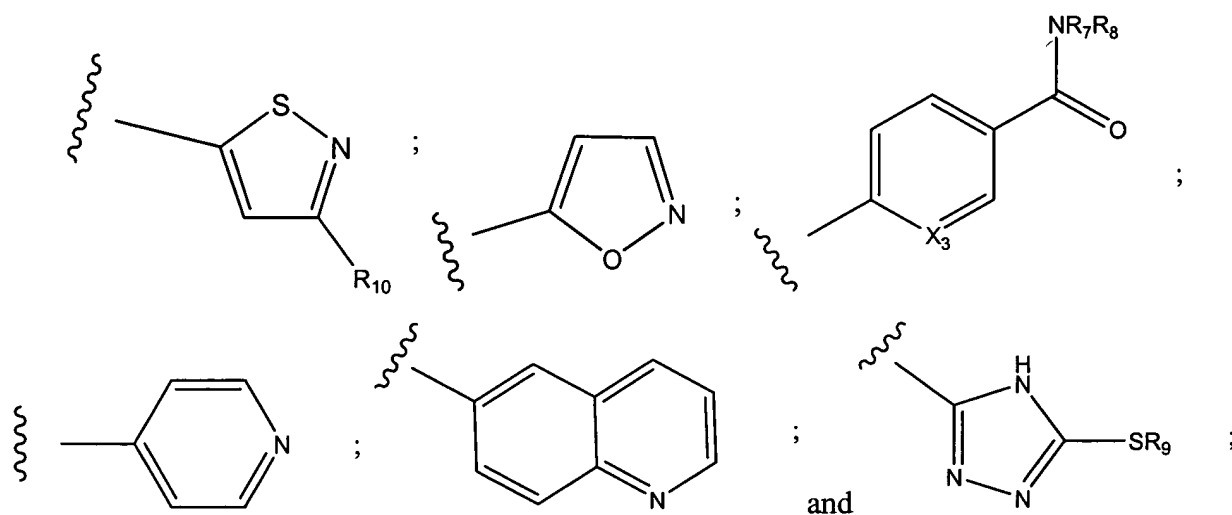
, -NH-(phenyl),
 -NH₂, -CH₂NH-C(O)-O-(C1-C4 alkyl), -CH₂NH₂, -Cl, -F, -C(O)-O-(C1-C4 alkyl),
 -C(O)-NH-(C1-C4 alkyl), C3-C7 cycloalkyl, phenyl, -C(O)-*N*-morpholino, -S-(C1-C4
 alkyl), -CN, furyl, -S(O)₂-(C1-C4 alkyl), -S(O)₂-NH₂, -S(O)₂-NH(C1-C4 alkyl)
 and -S(O)₂-N(C1-C4 alkyl)₂.

19. (Original) The method of Claim 18 wherein R₂ is represented by a structural formula selected from:



and R₆ is -H or a substituted or unsubstituted alkyl group

20. (Original) The method of Claim 19 wherein R₂ is represented by a structural formula selected from:



wherein:

X₃ is -CH- or -N-;

R₇ and R₈ are independently -H or an alkyl group or -NR₇R₈, taken together, is a nitrogen-containing non-aromatic heterocyclic group;

R₉ is an alkyl group; and

R₁₀ is -H or an alkyl group.

21. (Original) The method of Claim 20 wherein Ring A is optionally substituted with one or more groups selected from -F, -Cl, -Br, -C1-C4 alkyl, C1-C4 alkoxy, -C1-C4 haloalkyl, C1-C4 haloalkoxy, -NH₂ and -CN.
22. (Currently Amended) The method of Claim 21 wherein Ring A is unsubstituted; R₃ is a phenyl group or pyridyl group substituted with one or more substituents selected from -Br, -Cl, -F, -R^e, -OR^e, -CN, -COOR^e, -N(R^e)₂, -CON(R^e)₂, -NR^eCOR^f, -NHCONH₂ or -SO₂N(R^e)₂; R₇ and R₈ are both -H and R₉ is methyl; and each R^e and R^f [[are]]is independently -H, an alkyl group or a substituted alkyl group.
23. (Original) The method of Claim 22 wherein R₃ is a phenyl ring substituted with one or more substituents selected from -Cl, -F, -R^e, -OR^e, -CN, -NH₂, -CONH₂ and -NHCOR^f.
24. (Original) The method of Claim 23 wherein R₃ is a phenyl ring substituted with one or more substituents selected from -CH₃, -CH₂CH₃, -OCH₃, -CN, -F and -Cl.
25. (Original) The method of Claim 23 wherein R₃ is a phenyl ring monosubstituted with -CH₃, -CH₂CH₃, -OCH₃, -CN, -F and -Cl and wherein the phenyl ring substituent is at the *para* position.
26. (Original) The method of Claim 16 wherein R₂ is represented by the following structural formula:

